

Sotheby's Financial Services, Inc.  
 1334 York Avenue  
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 +1 212 606 7000 SOTHEBYS.COM/SFS

# Sotheby's EST. 1744 Financial Services

October 4, 2022

## CONFIDENTIAL

### DRAFT SUMMARY OF INDICATIVE TERMS AND CONDITIONS

This Summary of Indicative Terms and Conditions (this “Term Sheet”) is provided for discussion purposes only and does not constitute an agreement by Sotheby's Financial Services, Inc. (“SFS”) or any of its affiliates or subsidiaries to negotiate, or a commitment to lend, or an agreement to issue any such commitment, nor does it create any binding or enforceable obligation on SFS or any of its affiliates or subsidiaries. The terms and conditions of this Term Sheet are not all-inclusive and additions and changes may be made as SFS or as its counsel deems necessary, prudent or desirable. This term sheet is qualified in all respects by, and is subject to, the terms of the definitive loan and security agreement, if any, executed by the parties. By accepting delivery of this Term Sheet, the borrower (the “Borrower”) agrees that this Term Sheet is for the Borrower's confidential use only and that neither its existence nor the terms hereof will be disclosed by the Borrower to any person or entity other than the Borrower's accountants, attorneys and other advisors, and then only on a confidential and “need to know” basis in connection with the transactions contemplated hereby.

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#### **Borrowers/ Guarantors:**

[Legal owner of the artworks]  
 Carlo M Croce  
 [If married, the spouse of Carlo M Croce]

**Lender:** Sotheby's Financial Services, Inc. (“SFS”)

**Loan Amount:** up to US\$1,255,000

**Collateral:** Old Masters Paintings with a minimum low auction estimate of US\$2,510,000; on the collateral listing outlined in Schedule A. Schedule B contains artworks which require more research by the Old Masters Department prior to the assignment of values.

**Loan-to-Value:** 50%

**Collateral Location:** Borrower's residence in Columbus, Ohio or mutually agreeable storage facility

**Valuation Fee:** Waived

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**Facility Fee:** An annual fee of 1% of the Loan Amount

**Interest Rate:** [REDACTED]

**Maturity:** 1 year from the date of closing (the "Initial Maturity"), automatically renewable for 1 additional year if the Collateral Value is no less than US\$2,510,000 and the Facility Fee is received.

**Financial disclosure:** None

**Minimum unencumbered liquidity:** None

**Limitations on additional debt:** None

**Expenses:** All costs and expenses shall be paid by the Borrower, including but not limited to, all costs and expenses associated with the storage and inspection of the Collateral and lien searches and filings.

**Insurance:** Borrower will maintain all-risk insurance on the Collateral from an insurer with a minimum AM Best rating of A- VIII or approved by SFS. SFS will be named additional insured and loss payee on the Borrower's policy which will provide a waiver of subrogation in favor of SFS and its affiliates.

**Prepayment:** The Loan will not be pre-payable by the Borrower in the first 12 months. If the Loan is renewed beyond the Initial Maturity, any prepayments of the Loan will be subject to a prepayment fee of 2%. Notwithstanding the foregoing, the Borrower shall be allowed to prepay the Loan at any time during the term of the Loan without any penalty if such prepayment is made with the proceeds of any sales of any Collateral by any affiliate of SFS.

**Conditions:** Subject to customary representations, warranties, terms and conditions, including but not limited to the following conditions precedent to funding:

- Execution of a definitive loan and security agreement by the parties
- Inspection of the Collateral
- Evidence of good title to the Collateral
- Completion of all due diligence with respect to the Borrower[s]

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- Receipt of government issued ID for the Borrower(s); driver's license and passport, if applicable
- Utility bill for primary address
- Receipt of insurance certificate evidencing all-risk coverage over Collateral and naming SFS as sole loss payee and additional insured
- Satisfactory lien search results and filing of financing statements

**Governing Law:** New York

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## SCHEDULE A

Artist Name	Title of Work	Low Estimate	High Estimate
Simon Vouet	Saint Francis receiving the stigmata	\$600,000	\$800,000
Attributed to Simon Vouet	Double Portrait of Virginia da Vezzo Voet Holding a Painting of Simon Vouet	\$500,000	\$700,000
Simon Vouet	Madonna and Child	\$400,000	\$600,000
Giovanni Francesco Barbieri, called Il Guercino	Man with Turban	\$300,000	\$500,000
The Master of the Annunciation to the Shepherds	Rest on the flight into Egypt	\$200,000	\$300,000
Giovanni Lanfranco	Diana playing with three children	\$150,000	\$200,000
Jusepe de Ribera	<i>Madonna and Child</i>	\$150,000	\$200,000
Bernardo Cavallino	Healing of Tobit	\$100,000	\$150,000
Francesco Solimena	Rebecca and Eliezer	\$100,000	\$150,000
Giovanni Francesco Barbieri, called Il Guercino	Modello for the 'Offering of Abigail'	\$10,000	\$15,000

## SCHEDULE B

Artist Name	Title of Work	Low Estimate	High Estimate
Anthony van Dyck	Portrait of Giorgio Centurione	n/a	n/a
Orazio Gentileschi	Judith and her Maidservant	n/a	n/a